



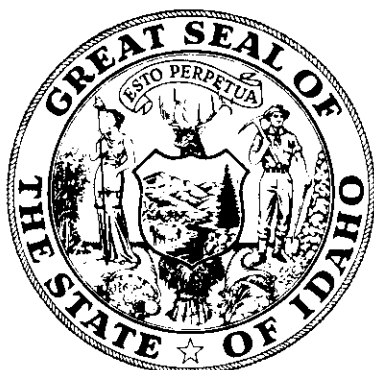
CERTIFICATE OF AUTHORITY
OF

MALONE & HYDE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of MALONE & HYDE, INC. for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to MALONE & HYDE, INC. to transact business in this State under the name MALONE & HYDE, INC. and attach hereto a duplicate original of the Application for such Certificate.

Dated February 1, 19 60.



Pete T. Cenarrusa

SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is MALONE & HYDE, INC.

2. *The name which it shall use in Idaho is _____

3. It is incorporated under the laws of Tennessee

4. The date of its incorporation is July 13, 1911 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is 1991 Corporate Avenue, Memphis, Tennessee 38132

6. The address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed

registered agent in Idaho at that address is CT CORPORATION SYSTEM

7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: To buy, warehouse, sell and distribute at both wholesale and retail general merchandise and other property of every nature and description, and to do all things deemed necessary, appropriate or incidental to the foregoing.

8. The names and respective addresses of its directors and officers are:

Name	Office	Address
	See Attached	

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
20,000,000	Common	\$1.00

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
7,392,000	Common	\$1.00

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated January 2, 1980

MALONE & HYDE, INC.

By W. Rotchild
Walter W. Rotchild, Jr.
Its Vice President

and J. L. Crain
J. Lester Crain, Jr.
Its Secretary

STATE OF TENNESSEE)
COUNTY OF SHELBY) ss:

I, Judi Keiss, a notary public, do hereby certify that on
this 2nd day of January, 1980, personally appeared before
me Walter W. Rotchild, Jr., who being by me first duly sworn, declared that he
is the Vice President of MALONE & HYDE, INC.

that he signed the foregoing document as Vice President of the corporation and that the statements therein contained are true.

My Commission Expires Nov. 1, 1983

Judi Keiss
Notary Public

*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

OFFICERS

Joseph R. Hyde, III
1991 Corporate Avenue
Memphis, TN 38132

Chairman and President

Arthur C. Best
1991 Corporate Avenue
Memphis, TN 38132

Vice Chairman

Peter R. Formanek
1991 Corporate Avenue
Memphis, TN 38132

Group Vice President

Thomas M. Garrott, III
1991 Corporate Avenue
Memphis, TN 38132

Group Vice President

John E. Moll
1991 Corporate Avenue
Memphis, TN 38132

Group Vice President

Walter W. Rotchild, Jr.
1991 Corporate Avenue
Memphis, TN 38132

Group Vice President

J. Lester Crain, Jr.
1991 Corporate Avenue
Memphis, TN 38132

Vice President, General Counsel
and Secretary

Lawrence L. Crane, Jr.
1991 Corporate Avenue
Memphis, TN 38132

Vice President

Dan R. Scott
1991 Corporate Avenue
Memphis, TN 38132

Treasurer

DIRECTORS

J. R. Hyde, III
5455 Glenwild Cove
Memphis, TN 38117

Margaret R. Hyde
224 Lombardy
Memphis, TN 38111

Arthur C. Best
60 Eastland Drive
Memphis, TN 38111

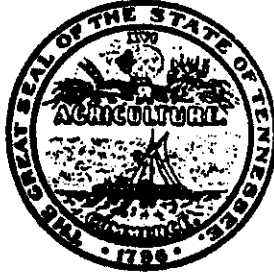
Paul T. Graves
P. O. Box 738
Memphis, TN 38101

Carl S. Petty
Route 2, Box 145
Prairie Grove, AR 72753

Robert C. Rogers
6448 Heather
Memphis, TN 38138

Frederick W. Smith
3925 S. Galloway Drive
Memphis, TN 38111

State of Tennessee



Department of State

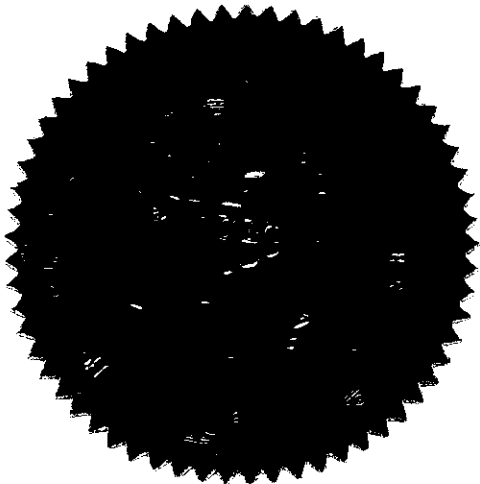
I, GENTRY CROWELL, Secretary of State of the
State of Tennessee, do hereby certify that the annexed
is a true and correct copy of the Restated Charter of
MALONE & HYDE, INC.

which was recorded in this office on January 21, 1972
in Corporation Record Book P-54, Page 1868
and charter documents thereto, as follows:

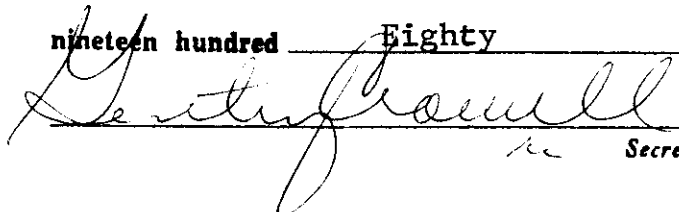
(1) June 17, 1974 Merger Book Volume 2, Page 1766
Merger Agreement and Plan of Reorganization by and between
Malone & Hyde, Inc., a Tennessee Corporation, and Quality
Stamp Company, Inc., a Tennessee Corporation, Super D Drugs,
Inc., a Tennessee Corporation, Topps Sales, Inc., a Tennessee
Corporation, J. W. J. Wholesale Distributors, Inc., a
Tennessee Corporation, Gold-Silver and Company, Inc.,
a Tennessee Corporation, Capitol Jewelry and Distributing Company,
Inc., an Arkansas Corporation, and Stedman Wholesale
Distributors, Inc., a Texas Corporation, Merging into a
Single Corporation, MALONE & HYDE, INC., a Tennessee
Corporation, as the Surviving and Continuing Corporation;

(2) December 10, 1975 Merger Book Volume 2, Page 4004
Merger Agreement and Plan of Reorganization by and
between Malone & Hyde, Inc., a Tennessee Corporation, and
its wholly owned subsidiary, F. Strauss & Son, Inc., a
Louisiana Corporation, Merging into a Single Corporation,
Malone & Hyde, Inc., a Tennessee Corporation, as the
Surviving and Continuing Corporation.

(3) December 7, 1979 Document Locator Number 111-0302
Changing the authorized capital stock to twenty million
shares of common stock at par value of \$1.00 per share



IN WITNESS WHEREOF, I have hereto affixed my signature
and the Great Seal of the State, at Nashville, this 25th
day of January in the year of our Lord
nineteen hundred Eighty


Secretary of State

**RESTATED CHARTER
OF
MALONE & HYDE, INC.**

Under Section 48-304 of the General Corporation Act

Pursuant to the provisions of Section 48-304 of the Tennessee General Corporation Act, the undersigned corporation adopts the following restated charter:

Part I:

1. The name of the corporation is Malone & Hyde, Inc.
2. The duration of the corporation is perpetual.
3. The address of the principal office of the corporation in the State of Tennessee is 1451 Union Avenue, Memphis, Tennessee 38104, County of Shelby.
4. The corporation is for profit.
5. The purposes for which the corporation is organized are:
 - (a) To buy, warehouse, sell and distribute at both wholesale and retail food, drugs, health and beauty aids, jewelry, general merchandise and other personal property of every nature and description.
 - (b) To provide services in the development and operation of retail stores owned or to be owned by others, such services to include, without limitation, the planning, location, design, construction and financing of new stores and remodeling and enlarging of existing stores, the purchase and sale or leasing and reletting of real estate, the purchase, sale and/or installation of leasehold improvements, equipment, fixtures and furnishings of every nature, the providing of administrative services, the advancing of corporate funds to such store owners for capital improvements, working capital or other purposes, with or without security and for both short and long term, and the guaranteeing of loans made to such store owners by third parties.
 - (c) To engage in the business of a general insurance agency, a travel agency, an advertising agency and a real estate agency.
 - (d) To engage in the business of issuing and redeeming trading stamps and of buying, establishing and/or selling sales promotion programs.
 - (e) To buy, sell and deal generally in real estate.
 - (f) To grow, harvest, store, process, manufacture, fabricate, produce or otherwise supply for itself and sell and distribute to others any of the products it sells at wholesale or retail.
 - (g) To borrow and loan money for both short and long term with or without security and to purchase and sell securities for investment purposes.
 - (h) To do all things which may in the broadest sense be deemed necessary, appropriate or incidental to, or a logical extension or expansion of, any of the foregoing purposes.
6. The maximum number of shares which the corporation has the authority to issue is ten million (10,000,000) shares of Common Stock, par value \$1.00 per share.

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JANUARY 21, 1972

P-54, PAGE 18 69

7. The corporation will not commence business until consideration of One Thousand Dollars (\$1,000) has been received for the issuance of shares.

8. Other Provisions

(a) The corporation shall have all the powers enumerated in Chapter 4 of the Tennessee General Corporation Act.

(b) No holder of any class of the corporation's securities shall have preemptive rights.

(c) The corporation's Directors may take any action which they are required or permitted to take without a meeting on written consent, setting forth the action so taken, signed by all the Directors entitled to vote thereon.

(d) The number of Directors shall not be less than five.

(e) The Board shall be empowered to fill vacancies in the Board by reason of the removal of Directors without cause or for cause.

Part II:

1. The date the original charter was filed with the Secretary of State was July 13, 1911.

2. The restated charter restates the text of the charter as previously amended, further amends or changes the charter as specified below, and was duly authorized at a meeting of the shareholders on January 21, 1972:

(a) The address of the principal office is identified.

(b) The number of authorized shares of Common Stock is increased from five million to ten million.

(c) The purposes and the powers of the corporation are revised and restated.

(d) Authority is given to the Board of Directors to take action without a meeting upon unanimous written consent.

(e) The following provisions regulating the affairs of the corporation are deleted:

(1) a provision requiring that "the annual statement of receipts and disbursements" be copied into the minutes;

(2) a provision treating unpaid stock subscriptions as a fund for the corporation's creditors;

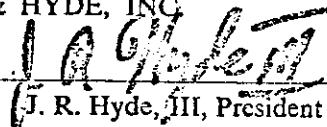
(3) a provision denying the corporation the power "to discount notes or bills, deal in gold or silver coin, or issue any evidence of debts as currency . . .;" and

(4) a provision (i) directing the winding up of the corporation's affairs in the event the charter is repealed, or a proposed "fundamental" charter amendment is rejected by the stockholders and (ii) if a "fundamental" charter amendment is approved, directing the forced cancellation of shares held by minors, married women, other persons under a disability and dissenting stockholders and payment for the cancelled shares of a price equal to their par value or fair market value, whichever is lesser.

Dated January 21, 1972.

MALONE & HYDE, INC.

By


J. R. Hyde, III, President

20
3
PM
21 JAN 21 1972

I, JOE C. CARR, Secretary of State, do hereby certify
Restated Charter
that this ~~amendment to charter~~, with certificate attached, the
foregoing of which is a true copy, was this day registered and
certified to by me. This the 21st day of January, 1972.

JOE C. CARR,

SECRETARY OF STATE

FEE: \$ 260.00

JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1766

MERGER AGREEMENT
AND
PLAN OF REORGANIZATION

This Merger Agreement made and entered into as of the 30th day of May, 1974, by and between Malone & Hyde, Inc., a Tennessee corporation, hereinafter referred to as "M&H", and the following wholly owned subsidiaries of M&H: Quality Stamp Company, Inc., a Tennessee corporation; Super D Drugs, Inc., a Tennessee corporation; Topps Sales, Inc., a Tennessee corporation; J.W.J. Wholesale Distributors, Inc., a Tennessee corporation; Gold-Silver and Company, Inc., a Tennessee corporation; Capitol Jewelry and Distributing Company, Inc., an Arkansas corporation; and Stedman Wholesale Distributors, Inc., a Texas corporation hereinafter collectively referred to as the "Subsidiary Companies".

WHEREAS, M&H is a corporation duly organized and existing under the laws of the State of Tennessee having been incorporated in 1911 with its principal office located at 1451 Union Avenue, Memphis, Shelby County, Tennessee, 38104; and

WHEREAS, Subsidiary Companies are corporations duly organized and existing in their respective states with the principal office of each in the respective state of incorporation; and

WHEREAS, all the issued and outstanding stock of each of the Subsidiary Companies is owned directly by M&H; and

WHEREAS, M&H and Subsidiary Companies desire to merge into a single corporation and directors of M&H and each of the Subsidiary Companies have determined that it is advisable that each of the Subsidiary Companies be merged into M&H on terms and conditions hereinafter set forth in accordance with provisions of law applicable to corporate mergers in the state of Tennessee and the respective states of incorporation.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, M&H and Subsidiary Companies agree as follows:

First: On the effective date of this Merger Agreement, there shall be merged into M&H the Subsidiary Companies together with all

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their respective assets and liabilities, and such distribution of the assets and liabilities of each of the Subsidiary Companies shall be complete redemption of all the issued and outstanding stock of each of the Subsidiary Companies.

Second: On and after the effective date of this Merger Agreement, M&H shall possess all the rights, privileges, immunities, and franchises, of a public as well as a private nature, of each of the Subsidiary Companies; and all property real, personal and mixed and all debts due on whatever account including all choses in action, and all and every other interest, of or belonging to or due each of the Subsidiary Companies shall be taken and deemed to be transferred to and vested in M&H without further act or deed; and the title to any real estate, or any interest therein, vested in each of the Subsidiary Companies shall not revert or be in any way impaired by reason of such merger.

Third: On and after effective date of this Merger Agreement, M&H shall be responsible and liable for all liabilities and obligations of each of the Subsidiary Companies; any claim existing or action or proceeding pending by or against any of the Subsidiary's Companies may be prosecuted as if such merger had not taken place or M&H may be substituted in its place; and neither the rights of creditors nor any liens upon the property of any of the Subsidiary Companies shall be impaired by such merger.

Fourth: On and after the effective date of this Merger Agreement, all debts and obligations, accrued or contingent, open account or otherwise between M&H and any of the Subsidiary Companies shall be deemed to be cancelled or discharged by virtue of such merger.

Fifth: The name of the company which is to survive the merger is Malone & Hyde, Inc; no change is to be made by such merger in its Certificate of Incorporation, as heretofore amended, Bylaws or Capitalization; it will continue to exist after such merger as a corporation under laws of the State of Tennessee and under its original certificate of incorporation, as heretofore amended, and present bylaws.

Sixth: On the effective date of this Merger Agreement, the separate existence of Subsidiary Companies shall cease, and as soon thereafter as possible there shall be a cancellation of all the issued and outstanding stock of each of the Subsidiary Companies owned by M&H, which is as follows:

- | | |
|---|---------------|
| 1. Quality Stamp Company, Inc. | 100 shares |
| 2. Super D Drugs, Inc. | 1,000 shares |
| 3. Topps Sales, Inc. | 100 shares |
| 4. J.W.J. Wholesale Distributors, Inc. | 946 shares |
| 5. Gold-Silver and Company, Inc. | 300 shares |
| 6. Capitol Jewelry and Distributing Company, Inc. | 375 shares |
| 7. Stedman Wholesale Distributors, Inc. | 75,000 shares |

Seventh: This Merger Agreement shall become effective and the plan of reorganization as set forth herein shall be considered to be effective at the close of business on the last day of the fiscal year of M&H and Subsidiary Companies, which is June 29, 1974.

Eighth: For convenience of the parties hereto and to facilitate filing and recording of this Merger Agreement any number of counterparts hereof may be executed and each such executed counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be signed by their respective Presidents and attested by their respective Secretaries, all as of the day and year first above written.

ATTEST:

By



ATTEST:

By



ATTEST:

By



ATTEST:

By



MALONE & HYDE, INC.



QUALITY STAMP COMPANY, INC.



SUPER D DRUGS, INC.



TOPPS SALES, INC.



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JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1769

ATTEST:

By

ATTEST:

By

ATTEST:

By

ATTEST:

By

J.W.J. WHOLESALE DISTRIBUTORS, INC.

GOLD-SILVER AND COMPANY, INC.

CAPITOL JEWELRY AND DISTRIBUTING
COMPANY, INC.

STEDMAN WHOLESALE DISTRIBUTORS, INC.

STATE OF TENNESSEE

COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for said State and County, duly commissioned and qualified and acting, personally appeared J. R. Hyde, III, with whom I am personally acquainted and who upon his oath, acknowledged himself to be the President of Malone & Hyde, Inc. and a Vice-President of (1) Quality Stamp Company, (2) Super D Drugs (3) Topps Sales, Inc., (4) J.W.J. Wholesale Distributors, Inc., (5) Gold-Silver Company, Inc., (6) Capitol Jewelry and Distributing Company, Inc., (7) Stedman Wholesale Distributors, Inc., the within named corporation, and that he as such President or Vice-President of each corporation, being duly authorized so to do, executed the foregoing Pension Trust Agreement for the purposes therein contained by the said J. R. Hyde, III subscribing thereto the name of each corporation by himself as such President or Vice-President of each of them

WITNESS my hand and Official Seal at Memphis, Tennessee
this 13 day of June, 1974.

Notary Public

My Commission Expires:

My Commission Expires Dec. 6, 1975

JUNE 17, 1974

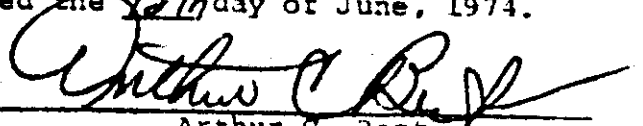
MERGER BOOK VOLUME 2, PAGE 1770

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Secretary of MALONE & HYDE, INC., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Malone & Hyde, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which Quality Stamp Company, Inc., Super D Drugs, Inc., Topps Sales, Inc., J.W.J. Wholesale Distributors, Inc., Gold-Silver and Company, Inc., Capitol Jewelry and Distributing Company, Inc. and Stedman Wholesale Distributors, Inc., all being wholly owned subsidiaries of the corporation, shall be merged into the corporation effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the above designated wholly owned subsidiaries into the corporation under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued the 13th day of June, 1974.


Arthur C. Best
Secretary

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JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1771

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Assistant Secretary of Quality Stamp Company, Inc., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Quality Stamp Company, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.


Arthur C. Best
Assistant Secretary

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JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1772

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Assistant Secretary of Super D Drugs, Inc., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Super D Drugs, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.


Arthur C. Best
Assistant Secretary

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JUNE 17, 1974

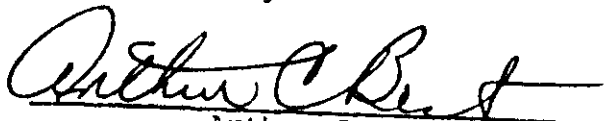
MERGER BOOK VOLUME 2, PAGE 1773

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Assistant Secretary of Topps Sales, Inc., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Topps Sales, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.


Arthur C. Best
Assistant Secretary

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JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1774

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Assistant Secretary of J.W.J. Wholesale Distributors, Inc., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of J.W.J. Wholesale Distributors, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 34 day of June, 1974.


Arthur C. Best
Assistant Secretary

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JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1775

CERTIFIED COPY

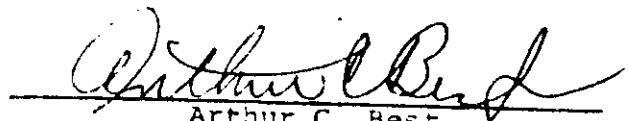
OF

RESOLUTION

I, Arthur C. Best, Assistant Secretary of Gold-Silver and Company, Inc., a Tennessee corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Gold-Silver and Company, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.


Arthur C. Best
Assistant Secretary

1974 JUN 17 AM 11 15

JUNE 17, 1974

MERGER BOOK VOLUME 2, PAGE 1776

CERTIFIED COPY

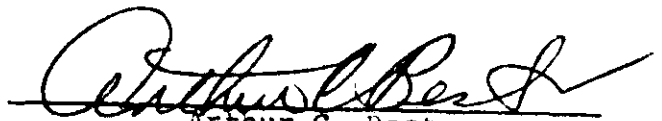
OF

RESOLUTION

I, Arthur C. Best, Assistant Secretary of Capitol Jewelry and Distributing Company, Inc., an Arkansas corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Capitol Jewelry and Distributing Company, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.



Arthur C. Best
Assistant Secretary

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JUNE 17, 1974

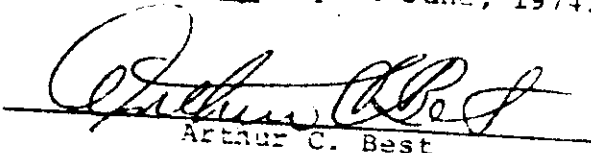
MERGER BOOK VOLUME 2, PAGE 1777

CERTIFIED COPY
OF
RESOLUTION

I, Arthur C. Best, Assistant Secretary of Stedman Wholesale Distributors, Inc., a Texas corporation, certify that the following is a true and accurate copy of a Resolution adopted by the Directors of Stedman Wholesale Distributors, Inc. at a meeting of the Board of Directors held on May 30, 1974.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of May 30, 1974, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on June 29, 1974, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certification issued on the 13th day of June, 1974.


Arthur C. Best
Assistant Secretary

1974 JUN 17 AM 11 15

I, JOE C. CARR, Secretary of State, do hereby certify that the MERGER AGREEMENT and PLAN OF REORGANIZATION by and between MALONE & HYDE, INC., a Tennessee Corporation, and QUALITY STAMP COMPANY, INC., a Tennessee Corporation, SUPER D DRUGS, INC., a Tennessee Corporation, TOPPS SALES, INC., a Tennessee Corporation, J.W.J. WHOLESALE DISTRIBUTORS, INC., a Tennessee Corporation, GOLD-SILVER AND COMPANY, INC., a Tennessee Corporation, CAPITOL JEWELRY AND DISTRIBUTING COMPANY, INC., an Arkansas Corporation, and STEDMAN WHOLESALE DISTRIBUTORS, INC., a Texas Corporation, Merging into a Single Corporation, MALONE & HYDE, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 17th day of June, 1974.

JOE C. CARR,
SECRETARY OF STATE

FEE: \$11.00

MERGER AGREEMENT
AND
PLAN OF REORGANIZATION

This Merger Agreement made and entered into as of the 24th day of October, 1975 by and between Malone & Hyde, Inc., a Tennessee corporation, hereinafter referred to as "M&H", and its wholly owned subsidiary, F. Strauss & Son, Inc., a Louisiana corporation, hereinafter referred to as "Strauss".

WHEREAS, M&H is a corporation duly organized and existing under the laws of the State of Tennessee having been incorporated in 1911 with its principal office located at 1451 Union Avenue, Memphis, Shelby County, Tennessee, 38104; and

WHEREAS, Strauss is a corporation duly organized and existing under the laws of the State of Louisiana with its principal office located in Monroe, Louisiana; and

WHEREAS, all the issued and outstanding stock of Strauss is owned directly by M&H; and

WHEREAS, M&H and Strauss desire to merge into a single corporation and the Directors of M&H and Strauss have determined that it is advisable that Strauss be merged into M&H on terms and conditions hereinafter set forth in accordance with provisions of law applicable to corporate mergers in the states of Tennessee and Louisiana.

NOW THEREFORE, in consideration of the premises and the mutual agreements herein contained, M&H and Strauss agree as follows:

First: On the effective date of this Merger Agreement, Strauss shall be merged into M&H together with all its respective assets and liabilities, and such distribution of the assets and liabilities of Strauss shall be complete redemption of all the issued and outstanding stock of Strauss.

Second: On and after the effective date of this Merger Agreement, M&H shall possess all the rights, privileges, immunities, and franchises, of a public as well as private nature, of Strauss;

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and all property, real, personal and mixed, and all debts due on whatever account including all choses in action, and all and every other interest, of or belonging to or due Strauss shall be taken and deemed to be transferred to and vested in M&H without further act or deed; and the title to any real estate, or any interest therein, vested in Strauss shall not revert or be in any way impaired by reason of such merger.

Third: On and after effective date of this Merger Agreement, M&H shall be responsible and liable for all liabilities and obligations of Strauss; any claim existing or action or proceeding pending by or against Strauss may be prosecuted as if such merger had not taken place or M&H may be substituted in its place; and neither the rights of creditors nor any liens upon the property of Strauss shall be impaired by such merger.

Fourth: On and after the effective date of this Merger Agreement, all debts and obligations, accrued or contingent, open account or otherwise between M&H and Strauss shall be deemed to be cancelled or discharged by virtue of such merger.

Fifth: The name of the company which is to survive the merger is Malone & Hyde, Inc.; no change is to be made by such merger in its Certificate of Incorporation, as heretofore amended, By-Laws or Capitalization; it will continue to exist after such merger as a corporation under laws of the State of Tennessee and under its original Certificate of Incorporation, as heretofore amended, and present By-Laws.

Sixth: On the effective date of this Merger Agreement, the separate existence of Strauss shall cease, and there shall be a cancellation of all the issued and outstanding stock of Strauss, being One Thousand (1,000) shares owned by M&H.

Seventh: This Merger Agreement shall become effective and the plan of reorganization as set forth herein shall be considered to be effective at the close of business on December 13, 1975.

Eighth: For convenience of the parties hereto and to facilitate filing and recording of this Merger Agreement any number of counterparts hereof may be executed and each such counterpart shall be deemed an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Merger Agreement to be signed by their respective Presidents and attested by their respective Secretaries, all as of the day and year first above written.

ATTEST:

MALONE & HYDE, INC.

By: *Arthur C. Best*

By: *J R Hyde III*

ATTEST:

F. STRAUSS & SON, INC.

By: *Bobby G. Lewis*

By: *Thomas J. Mulhearn*

STATE OF TENNESSEE
COUNTY OF SHELBY

Before me, the undersigned Notary Public in and for said State and County, duly commissioned and qualified and acting, personally appeared J. R. Hyde, III, with whom I am personally acquainted and who upon his oath, acknowledged himself to be the President of Malone & Hyde, Inc., the within named corporation, and that he as such President of the corporation, being duly authorized so to do, executed the foregoing Merger Agreement and Plan of Reorganization for the purposes therein contained by the said J. R. Hyde, III subscribing thereto the name of the corporation by himself as such President of the corporation.

WITNESS my hand and Official Seal at Memphis, Tennessee this 1 day of December, 1975.

Alpha B. Banks
Notary Public

My Commission Expires:

~~My Commission Expires Dec. 8, 1975~~

STATE OF LOUISIANA
PARISH OF QUACHITA

Before me, the undersigned Notary Public in and for said State and County, duly commissioned and qualified and acting, personally appeared Thomas J. Mulhearn, with whom I am personally acquainted and who upon his oath, acknowledged himself to be the President of F. Strauss & Son, Inc., the within named corporation, and that he as such President of the corporation, being duly authorized so to do, executed the foregoing Merger Agreement and Plan of Regorganization for the purposes therein contained by the said Thomas J. Mulhearn subscribing thereto the name of the corporation by himself as such President of the corporation.

WITNESS my hand and Official Seal at Monroe, Louisiana this 4th day of December, 1975.

Charles B. Jackson
Notary Public

My Commission Expires:

At death

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DECEMBER 10, 1975

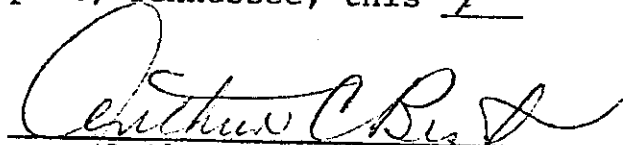
MERGER BOOK VOLUME 2, PAGE 4007

CERTIFICATE OF RESOLUTION

I, Arthur C. Best, Secretary of Malone & Hyde, Inc. a Tennessee corporation, certify that the following is a true and correct copy of a resolution adopted by the Board of Directors of the Corporation at a meeting held at the office and domicile of the Corporation in Memphis, Tennessee, on Friday, October 24, 1975, and that said resolution is still in force and effect and has not been altered, amended, modified or rescinded in any way whatsoever.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of October 24, 1975, by which F. Strauss & Son, Inc., a Louisiana corporation which is a wholly owned subsidiary of the Corporation, shall be merged into the Corporation effective at the close of business on December 13, 1975, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the above designated wholly owned subsidiary into the Corporation under the terms of the said Merger Agreement and Plan of Reorganization.

This Certificate issued at Memphis, Tennessee, this 10th day of December, 1975.


Arthur C. Best, Secretary
Malone & Hyde, Inc.

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CERTIFICATE OF RESOLUTION

I, Bobby G. Lewis, Secretary of F. Strauss & Son, Inc., a Louisiana corporation, certify that the following is a true and correct copy of a resolution adopted by the Board of Directors of the Corporation at a meeting held at the office and domicile of the Corporation in Monroe, Louisiana, on Friday, October 24, 1975, and that said resolution is still in force and effect and has not been altered, amended, modified or rescinded in any way whatsoever.

RESOLVED, that the Merger Agreement and Plan of Reorganization dated as of October 24, 1975, by which the Corporation, being a wholly owned subsidiary of Malone & Hyde, Inc., shall be merged into Malone & Hyde, Inc. effective at the close of business on December 13, 1975, is hereby ratified, affirmed, approved and adopted, and the proper officers of the Corporation are hereby authorized, empowered and directed to execute and file any and all documents necessary to effect the merger of the Corporation into Malone & Hyde, Inc. under the terms of the said Merger Agreement and Plan of Reorganization.

This Certificate issued at Monroe, Louisiana, this 4th day of December, 1975.

Bobby G. Lewis

Bobby G. Lewis, Secretary
F. Strauss & Son, Inc.

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I, JOE C. CARR, Secretary of State, do hereby certify that the MERGER AGREEMENT AND PLAN OF REORGANIZATION by and between MALONE & HYDE, INC., a Tennessee Corporation, and its wholly owned subsidiary, F. STRAUSS & SON, INC., a Louisiana Corporation, Merging into a Single Corporation, MALONE & HYDE, INC., a Tennessee Corporation, as the Surviving and Continuing Corporation, with certificate attached, the foregoing of which is a true copy, was this day registered and certified to by me. This the 10th day of December, 1975.

JOE C. CARR,

SECRETARY OF STATE

FEE: \$10.00

FILED
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ARTICLES OF AMENDMENT TO THE RESTATED CHARTER
OF
MALONE & HYDE, INC.

Pursuant to the provisions of Section 48-303 of the Tennessee General Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Restated Charter:

1. The name of the corporation is:

MALONE & HYDE, INC.

2. The amendment is deletion of \$6 of Part 1 of the Restated Charter and insertion in lieu thereof the following:

"The maximum number of shares which the corporation has authority to issue is twenty million (20,000,000) shares of Common Stock, par value \$1.00 per share."

3. The amendment was duly adopted by more than two-thirds of the stockholders at the annual stockholder's meeting held on November 16, 1979.

4. The amendment is to be effective when these articles are filed by the Secretary of State.

MALONE & HYDE, INC.

Dated: November 28, 1979

By:


Secretary